



# Grandy Corporation 泓迪有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8143)

## Form of Proxy for Annual General Meeting

I/We<sup>1</sup>, of<sup>1</sup> \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.05 each in the issued share capital of Grandy Corporation (the "Company") hereby appoint<sup>3</sup> the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as

my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Room 1902, 19/F., Sing Pao Building, No. 101 King's Road, North Point, Hong Kong on Friday, 29 July 2005, at 11:00 a.m. and at any adjournment thereof on the under-mentioned resolutions referred to in the notice convening the Annual General Meeting, or if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and consider the audited financial statements and reports of the directors and auditors of the Company for the year ended 31 March 2005.		
2.	(A) To re-elect Director.		
	(B) To authorize the board of directors to fix the remuneration of the directors.		
3.	To rectify the appointment of auditors and authorize the board of directors to fix their remuneration.		
4.	To give a general mandate to the board of directors to issue additional new shares.		
5.	To give a general mandate to the board of directors to repurchase shares of the Company.		
6.	To extend the general mandate granted to the board of directors to issue additional shares.		
7.	To consider and approve the refreshment of the 10% limit on grant of options under the Share Option Scheme.		

Date : \_\_\_\_\_

Signature(s)<sup>5</sup> : \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of ordinary shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
3. Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by the appointor, or his/her attorney duly authorized in writing, or if such appointor be a corporation, either under its Common Seal or under the hand of an officer, attorney or other person so authorized.
6. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. In order to be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's principal place of business in Hong Kong at Room 1902, 19/F., Sing Pao Building, No. 101 King's Road, North Point, Hong Kong not later than 48 hours before the time of the meeting or any adjournment thereof.
8. Any alterations made in this proxy form should be initialed by the person who signs it.

\* For identification purpose only